

Hearing Date and Time: March 22, 2012 at 10:00 AM (Prevailing Eastern Time)

Objection Date and Time: March 15, 2012 at 4:00 PM (Prevailing Eastern Time)

**CHADBOURNE & PARKE LLP**

30 Rockefeller Plaza  
New York, New York 10112  
Telephone: (212) 408-5100  
Facsimile: (212) 541-5369  
David M. LeMay

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	Chapter 11 Cases
	:	
<b>LEHMAN BROTHERS HOLDINGS INC. <i>et al.</i>,</b>	:	08-13555 (JMP)
	:	
Debtors.	:	Jointly Administered
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**NOTICE OF MOTION TO WITHDRAW AS COUNSEL FOR BANCO CANARIAS  
AND BANCO CANARIAS DE VENEZUELA BANCO UNIVERSAL C.A.**

PLEASE TAKE NOTICE that a hearing on the Motion to Withdraw as Counsel for Banco Canarias and Banco Canarias de Venezuela Banco Universal C.A. (the “Motion”) filed by Chadbourne & Parke LLP will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Custom House, Courtroom 601, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”), on March 22, 2012 at 10:00 AM (Prevailing Eastern Time) (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy

Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format with a hard copy delivered directly to the Chambers of the Honorable James M. Peck, United States Bankruptcy Court, Southern District of New York, One Bowling Green, Courtroom 601, New York, New York 10004, and shall be served upon: (i) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Lori R. Fife, Esq., Ralph I. Miller, Esq., and Robert J. Lemons, Esq., attorneys for the Debtors; (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Andy Velez-Rivera, Esq., Paul Schwartzberg, Esq., Brian Masumoto, Esq., Linda Riffkin, Esq., and Tracy Hope Davis, Esq.; (iii) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq., attorneys for the Official Committee of Unsecured Creditors appointed in these cases; and (iv) Chadbourne & Parke LLP, 30 Rockefeller Plaza, New York, New York 10112, Attn: David M. LeMay, Esq. and Christy L. Rivera, Esq.; so as to be received by no later than 4:00 PM on March 15, 2012 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: New York, New York  
March 5, 2012

**CHADBOURNE & PARKE LLP**

By: /s/ David M. LeMay  
David M. LeMay

A Member of the Firm  
30 Rockefeller Plaza  
New York, New York 10112  
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Hearing Date and Time: March 22, 2012 at 10:00 AM (Prevailing Eastern Time)

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Debtors.	:	Jointly Administered
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**MOTION TO WITHDRAW AS COUNSEL FOR BANCO CANARIAS AND  
BANCO CANARIAS DE VENEZUELA BANCO UNIVERSAL C.A.**

Pursuant to Rule 2090-1(e) of the Local Rules for the Southern District of New York, Chadbourne & Parke LLP (“Chadbourne”) respectfully seeks to withdraw as counsel for Banco Canarias and Banco Canarias de Venezuela Banco Universal C.A. (together, “Banco Canarias”) in the above-captioned bankruptcy proceedings (the “Lehman Proceedings”) and states as follows:

1. On or about November 7, 2008, Chadbourne was engaged by Banco Canarias, pursuant to a letter addressed to Serafina R. Scannella (the “Engagement Letter”), to advise, counsel and represent Banco Canarias in matters related to the Lehman Proceedings. In connection therewith, Chadbourne has kept Banco Canarias informed of the status of the Lehman Proceedings and also prepared and filed proofs of claims numbered 64729 and 62722 (the “Banco Canarias Claims”) against Lehman Brothers Holdings Inc. (“LBHI”) seeking to recover

approximately \$17.6 million based on LBHI's guarantee of obligations of Lehman Brothers International (Europe) and Lehman Brothers Treasury B.V.

2. On November 20, 2009, Venezuela's government intervened Banco Canarias and ten days later, Venezuela's Minister of Economy and Finance announced the liquidation of Banco Canarias pursuant to Articles 235, 587 and 392 of the decree-law of the partial reform to Venezuela's General Law on Banks and other Financial Institutions. Banco Canarias has been in the process of liquidation ever since, complicating the relationship between Banco Canarias and Chadbourne.

3. Banco Canarias has made it unreasonably difficult for Chadbourne to carry out its representation of Banco Canarias by its failure to communicate effectively with Chadbourne. With only a few exceptions, Banco Canarias has been almost completely nonresponsive to Chadbourne's emails and queries since March 2010, several months after Banco Canarias was placed into liquidation. This lack of communication has made it extremely difficult, if not impossible, for Chadbourne to take action on behalf of Banco Canarias.

4. Furthermore, Banco Canarias has failed to comply with its agreement and obligations under the Engagement Letter with respect to expenses and fees owed to Chadbourne in connection to the Lehman Proceedings. Chadbourne has submitted invoices for fees and costs to Banco Canarias, but in spite of making these requests for payment, Chadbourne has not received payment from Banco Canarias since Venezuela's government intervened Banco Canarias. A portion of Banco Canarias's outstanding invoices has been paid by a third party who has an interest in the claims filed by Banco Canarias in the Lehman Proceedings. However, neither the third party nor any other party has made any payment for fees and expenses incurred by Banco Canarias since June 22, 2011. Chadbourne has been advised by Venezuelan local

counsel that fees would be effectively impossible to collect from Banco Canarias because of its nationalization.<sup>1</sup>

5. Despite multiple attempts to resolve these issues, no satisfactory conclusion has been reached. Chadbourne agreed to represent Banco Canarias pursuant to the terms of the Engagement Letter. Banco Canarias's failure to comply with its financial obligations to Chadbourne and Banco Canarias's unresponsiveness demonstrate that the attorney-client relationship between Banco Canarias and Chadbourne has become untenable.

6. Accordingly, Chadbourne seeks to withdraw as counsel for Banco Canarias pursuant to Rule 2090(e)-1 of the Local Rules for the Southern District of New York, which permits withdrawal by order of the Court for cause shown.

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<sup>1</sup> Pursuant to Rule 1.6 of the New York Rules of Professional Conduct, the amounts owing by Banco Canarias to Chadbourne for fees and expenses incurred in connection to the Lehman Proceedings have not been disclosed within the Motion.

For the foregoing reasons, Chadbourne respectfully requests that the Court enter an Order in the form attached hereto as Exhibit A and grant such other and further relief as the Court deems just and proper.

Dated: New York, New York  
March 5, 2012

**CHADBOURNE & PARKE LLP**

By: /s/ David M. LeMay  
David M. LeMay

A Member of the Firm  
30 Rockefeller Plaza  
New York, New York 10112  
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**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>LEHMAN BROTHERS HOLDINGS INC. <i>et al.</i>,</b>	:	08-13555 (JMP)
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Debtors.	:	Jointly Administered
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**ORDER GRANTING MOTION TO WITHDRAW AS COUNSEL FOR BANCO  
CANARIAS AND BANCO CANARIAS DE VENEZUELA BANCO UNIVERSAL C.A.**

Upon consideration of the Motion to Withdraw as Counsel for Banco Canarias and Banco Canarias de Venezuela Banco Universal C.A. dated March 5, 2012 (the “Motion”), of Chadbourne & Parke LLP to withdraw as counsel for Banco Canarias and Banco Canarias de Venezuela Banco Universal C.A. pursuant to Rule 2090-1(e) of the Local Rules for the Southern District of New York; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the Second Amended Case Management Order entered June 17, 2010 governing case management and administrative procedures [Docket No. 9635]; and no objection having been filed by the objection deadline of March 15, 2012; and after due deliberation and sufficient cause appearing therefor, it is



ORDERED, that the Motion is granted.

It is further ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this order.

Dated: New York, New York  
\_\_\_\_\_, 2012

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HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE